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In re: : UNITED STATES BANKRUPTCY COURT  
SHAPES/ARCH HOLDINGS L.L.C., et : FOR THE DISTRICT OF NEW JERSEY  
al., : CHAPTER 11  
Debtors. : CASE NO. 08-14631 (GMB)  
: : Hearing Date: September 30, 2008  
: at 2:00 p.m.

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**FIRST AND FINAL APPLICATION OF PHOENIX MANAGEMENT SERVICES, INC.  
RESTRUCTURING ADVISOR TO THE DEBTORS, FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FOR  
THE PERIOD FROM MARCH 16, 2008 THROUGH AUGUST 8, 2008**

TO: HONORABLE GLORIA M. BURNS  
UNITED STATES BANKRUPTCY JUDGE

This first and final interim application for compensation and reimbursement of expenses (“Final Fee Application”) is filed by Phoenix Management Services, Inc. (“Phoenix”), restructuring advisor to Shapes/Arch Holdings L.L.C. and its related debtor entities, the debtors and debtors-in-possession (collectively the “Debtors”)<sup>1</sup>, requesting compensation and reimbursement of expenses for services provided to the Debtors for the period from March 16, 2008 through August 8, 2008 (the “Final Period”). The Final Fee Application of Phoenix, respectfully shows unto this Honorable Court and alleges:

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<sup>1</sup> In addition to Shapes/Arch Holdings L.L.C. (“Shapes/Arch”), the following entities, all of which are wholly owned subsidiaries or Shapes/Arch, also filed petitions on the Petition Date (defined below): Shapes L.L.C. (“Shapes”); Delair L.L.C. (“Delair”); Accu-Weld L.L.C. (“Accu-Weld”); and Ultra L.L.C. (“Ultra”).

1. On March 16, 2008 (the "Petition Date"), the Debtors filed their petitions for relief under Chapter 11, Title 11 of the United States Code (the "Bankruptcy Code").
2. The Debtors' Third Amended Joint Chapter 11 Plan of Reorganization, as modified (the "Plan") was confirmed on July 22, 2008 and became effective on August 8, 2008.
3. As restructuring advisor for Debtors, Phoenix rendered services in this case, during the Final Period, which is detailed on Section II of the Fee Application Cover Sheet and on Exhibit "A" and Exhibit "B", attached to the Affidavit of Michael E. Jacoby and filed herewith.
4. That as such restructuring advisor it incurred out of pocket expenses in accordance with Section III of the Fee Application Cover Sheet filed herewith.

WHEREFORE, your Applicant request an allowances of \$431,482.50 in professional fees, together with reimbursement for out-of-pocket expenses in the amount of \$4,182.70, for a total requested to the restructuring advisor for Debtor during the Final Period of \$435,665.20.

Dated: September 2, 2008

PHOENIX MANAGEMENT SERVICES, INC.

By: \_\_\_\_\_  
Michael E. Jacoby

Submitted By,  
COZEN O'CONNOR

By: /s/ Jerrold N. Poslusny, Jr.  
Mark E. Felger  
Jerrold N. Poslusny, Jr.

Attorneys for the Debtors